

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

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SHIVA STEIN,	:	
	:	
	:	
Plaintiff,	:	C.A. No.
	:	
- against -	:	
	:	
CINEDIGM CORP.,	:	
	:	
Defendant.	:	

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**DECLARATION OF GLORIA KUI MELWANI  
IN SUPPORT OF AN ORDER TO SHOW CAUSE FOR A  
PRELIMINARY INJUNCTION**

I, GLORIA KUI MELWANI, hereby declare, under penalty of perjury under the laws of the United States of America that the following is true and correct:

1. I am a member of the bars of this Court and the States of New York and New Jersey. I am attorney from the firm of Wolf Haldenstein Adler Freeman & Herz LLP, and we are the attorneys for the plaintiff in this action.

2. Plaintiff seeks an order to show cause for a preliminary injunction to prevent a stockholders' vote on Proposal 8 in the Cinedigm Corp. ("Cinedigm") proxy statement furnished on August 7, 2017 (the "2017 Proxy Statement") until the information required by SEC Schedule 14A, 17 C.F.R. § 240.14a-101 (Item 10(a)(1)) is provided to stockholders, and all materially false and misleading information in the 2017 Proxy Statement corrected.

3. The vote is scheduled for August 31, 2017.

4. As a consequence of the short time remaining before the vote, too short for a motion brought on by notice, plaintiff is proceeding by order to show cause.

5. No prior application has been made by plaintiff for the relief sought herein.

6. Attached hereto as Exhibit 1 is a copy of excerpts from the 2017 Proxy Statement that I obtained from the Cinedigm website.

7. Attached hereto as Exhibit 2 is a copy of the transcript of the oral argument concerning a hearing on an order to show cause for a preliminary injunction in *Stein v. Raymond James Financial, Inc.*, C.A. No. 16-cv-379-DLI (E.D.N.Y).

Dated: New York, New York  
August 17, 2017

/s/ Gloria Kui Melwani  
GLORIA KUI MELWANI